

Client: 000409  
Matter: 000034  
Invoice #: 285281

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LIST OF EXPENSES

02/11/2002	Photocopies.	\$1.00
02/11/2002	Photocopies.	\$1.20
02/11/2002	Photocopies.	\$2.40
02/11/2002	Long Distance Telephone Calls.	\$4.26
02/12/2002	Long Distance Telephone Calls.	\$6.48
02/12/2002	Long Distance Telephone Calls.	\$2.78
02/20/2002	Long Distance Telephone Calls.	\$3.15
02/21/2002	Photocopies.	\$0.30
02/21/2002	Photocopies.	\$0.70
02/21/2002	Photocopies.	\$0.60
02/21/2002	Long Distance Telephone Calls.	\$8.70
02/22/2002	Photocopies.	\$0.80
02/22/2002	Photocopies.	\$6.60
02/22/2002	Photocopies.	\$6.60
02/22/2002	Photocopies.	\$2.40
02/25/2002	Photocopies.	\$0.60
03/04/2002	Photocopies.	\$6.90
03/04/2002	Photocopies.	\$3.00
03/04/2002	Photocopies.	\$5.90
03/04/2002	Photocopies.	\$12.80
03/04/2002	Photocopies.	\$2.90
03/04/2002	Photocopies.	\$0.10
03/04/2002	Photocopies.	\$0.20
03/04/2002	Walgreen Company - cassette fee for copying.	\$12.96
03/04/2002	Federal Express - overnight delivery to Jeff Goldman.	\$30.31
03/04/2002	Federal Express - overnight delivery to JoAn Cho.	\$30.31
03/05/2002	Photocopies.	\$31.40
03/05/2002	Photocopies.	\$0.20
03/05/2002	Federal Express - overnight delivery to JoAn Cho.	\$32.70
03/05/2002	Federal Express - overnight delivery to Jeff Goldman.	\$32.70
03/08/2002	Photocopies.	\$1.00

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LIST OF EXPENSES

03/08/2002	Photocopies.	\$7.80
03/08/2002	Photocopies.	\$0.60
03/08/2002	Photocopies.	\$70.90
03/08/2002	Photocopies.	\$17.40
03/08/2002	Photocopies.	\$0.40
03/08/2002	Photocopies.	\$1.60
03/08/2002	Federal Express - overnight delivery to Jeff Goldman.	\$49.41
03/08/2002	Federal Express - overnight delivery to JoAn Cho.	\$49.41
03/11/2002	Photocopies.	\$5.00
03/11/2002	Photocopies.	\$0.10
03/11/2002	Federal Express - overnight delivery to Janet Conway.	\$14.79
03/12/2002	Photocopies.	\$33.10
03/12/2002	Photocopies.	\$13.00
03/12/2002	Photocopies.	\$0.10
03/12/2002	Photocopies.	\$3.50
03/12/2002	Photocopies.	\$0.10
03/12/2002	Federal Express - overnight delivery to Janet Conway.	\$34.13
03/13/2002	Photocopies.	\$0.10
03/13/2002	Photocopies.	\$2.20
03/14/2002	Photocopies.	\$0.90
03/14/2002	Photocopies.	\$0.20
03/14/2002	Photocopies.	\$0.20
03/14/2002	Photocopies.	\$0.10
03/14/2002	Photocopies.	\$1.50
03/15/2002	Photocopies.	\$0.60
03/16/2002	Philip M. Kirkpatrick - Mileage to and from Columbia, Tennessee, for case management hearing (75 miles @ \$ 3.65 per mile).	\$27.38
03/18/2002	Photocopies.	\$3.20
03/27/2002	Long Distance Telephone Calls.	\$5.74
03/29/2002	Photocopies.	\$0.40
03/29/2002	Photocopies.	\$1.10

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03/29/2002	Photocopies.	\$0.60
03/29/2002	Photocopies.	\$0.10
03/29/2002	Long Distance Telephone Calls.	\$0.93
03/29/2002	Long Distance Telephone Calls.	\$0.93
Total Expenses		<u>\$3,327.04</u>

Total Current Invoice	\$53,922.04
<b>TOTAL AMOUNT DUE</b>	<b>\$53,922.04</b>

**STEWART, ESTES & DONNELL**

ATTORNEYS AT LAW  
FINANCIAL CENTER, SUITE 1401  
424 CHURCH STREET  
NASHVILLE, TENNESSEE 37219-2392  
TELEPHONE (615) 244-6536  
TELECOPIER (615) 256-8386  
FEDERAL TAX ID NO. 62-0947036

MCA Records, Inc.  
Attn: JoAn Cho  
2220 Colorado Avenue  
Santa Monica, CA 90404

December 08, 2003  
Page #: 1  
Client: 000409  
Matter: 000034  
Invoice #: 289022

RE: Bridgeport Music v. MCA Records, et al.  
File No: 501-188/0409 0034

For Legal Services Rendered in Connection with the above Matter:

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Fees:	\$20,751.00
Expenses:	\$2,985.40
Total Fees and Expenses Due this Statement:	\$23,736.40
Total Amount Due:	\$23,736.40

PLEASE RETURN THIS STATEMENT COVER  
WITH YOUR PAYMENT TO ENSURE PROPER CREDIT TO YOUR ACCOUNT

# STEWART, ESTES & DONNELL

ATTORNEYS AT LAW  
FINANCIAL CENTER, SUITE 1401  
424 CHURCH STREET  
NASHVILLE, TENNESSEE 37219-2392  
TELEPHONE (615) 244-6538  
TELECOPIER (615) 256-8385  
FEDERAL TAX ID NO. 62-0947036

MCA Records, Inc  
Attn: JoAn Cho  
2220 Colorado Avenue  
Santa Monica, CA 90404

December 08, 2003  
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RE: Bridgeport Music v. MCA Records, et al  
File No: 501-188/0409 0034

For Professional Services Rendered Through November 30, 2003

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Date	Work Performed	Empl	Hours
07/09/2002	Receipt and review of order from Judge Brown granting WB Defendants' motion to file their memorandum in support of motion for summary judgment under seal.	PMK	0 20
10/08/2002	Receipt and review of redlined drafts of two final pretrial orders in cases 711 and 715 from Mr. Mayer; telephone conferences with Jeff Miller re same; conference with Mr. Frackman and Mr. Goldman; appearance in U.S. District Court for pre-trial conference; meeting with Mr. Goldman and Mr. Frackman re telephone conferences with Mr. Sullivan and Ms. Everhart; emails to and from them.	PMK	6 50
03/03/2003	Long distance telephone conference with Mr. Mayer, receipt and review of taxed costs in notices from court clerk in 0703 and 0706; participation in label call; memorandum to file	PMK	1 75
03/04/2003	Review of files relating to cases 0711 and 0715 (1 ), telephone conference with Mr. Sullivan and Ms. Lavorini's office; email to Mr. Frackman; email to Mr. Bauman	PMK	1 75
03/05/2003	Receipt and review of Plaintiffs' motion and memorandum to set aside clerk's taxation of costs in 0703 and 0706.	PMK	0 20

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Date	Work Performed	Empl	Hours
03/05/2003	Telephone conference with Mr. Mayer re receipt and attention to motions and memoranda of plaintiffs to set aside/reverse the clerk's assessment of costs in 0703 and 0706; email correspondence re same with copies to MS&K and Mr. Bauman; long distance telephone conference with Mr. Mayer; telephone conferences with Mr. Sullivan and Ms. Lavorini re cases 0711 and 0715; review of Pacer in five pending cases re stay orders issue.	PMK	2.00
03/06/2003	Email to Mr. Goldman and Mr. Bauman; receipt of emails from Ms. Everhart and Mr. Sullivan; telephone conferences with Mr. Goldman's office and Mr. Mayer's office; review of draft response in opposition to plaintiffs' motion to set aside clerk's taxation of costs; emails to Mr. Frackman and Mr. Bauman; telephone conference with Mr. Bauman; telephone conference with Mr. Frackman's office.	PMK	2.50
03/10/2003	Receipt and review of orders to stay in cases 0711, 0715 and 0725.	PMK	0.20
03/10/2003	Telephone conferences with Mr. Goldman, Mr. Sullivan and Ms. Everhart; conference call re appeals in 0703 and 0706; letter to Mr. Goldman with copies of opinions and orders in 0701 and 0702; telephone conferences with Mr. Goldman and Mr. Bauman re revising draft in accord; receipt, review and edits to drafts of responses in 0703 and 0706 to plaintiffs' motions to reverse clerk's assessment of costs; review of Pacer in docket entries to be included in same; finalizing responses; receipt and review of emails from Mr. Bauman, Mr. Goldman and Ms. Everhart	PMK	5.50
03/11/2003	Review and editing of responses to Plaintiffs' motions to set aside taxation of costs; emails to Mr. Mayer re	PMK	0.50
03/12/2003	Review and editing of responses in 0703 and 0706 to Plaintiffs' motion to set aside taxation of costs; conference with Mr. Mayer re attaching witness lists	PMK	2.00
03/13/2003	Receipt and review of summary of dismissed EMI Defendants from Loeb & Loeb.	PMK	0.20
03/14/2003	E-mail from Mr. Mayer regarding e-mail to Mr. Mayer regarding review of same; telephone conference with Ms. MacDonald in Mr. Sullivan's office	PMK	1.00

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Date	Work Performed	Empl	Hours
03/19/2003	Telephone conference with J. Haber and Richard Rack of Sixth Circuit clerk's office; prepare email to counsel about request to extend briefing deadline; telephone conference with Phil Kirkpatrick and Jeff Goldman message left with Richard Rack	RHF	0.50
03/26/2003	Receipt and review of order from Judge Higgins granting plaintiffs' motion to be allowed to file 2 page reply brief.	PMK	0.20
03/26/2003	Receipt and review of Appellant's proof brief in 02-5004 (0703)	PMK	0.20
03/27/2003	Telephone conference with Mr. Mayer and partial review of appeal brief in 0703	PMK	0.50
04/07/2003	Telephone call from Mr. Mayer regarding appeals of 703 and 706; memo to file.	PMK	0.20
04/09/2003	Telephone conference with Ms. DeSalvo re extension for filing appellee brief in 703; emails to Mr. Goldman, Mr. Mayer, Ms. Everhart, Mr. Sullivan re appeals	PMK	1.00
04/10/2003	Telephone conference with Ms. DeSalvo re status on our requested extension for filing our appellee brief in 0703 (03-0004); telephone conference with Mr. Goldman re same; memorandum to file.	PMK	0.50
04/11/2003	Telephone conference with Mr. Busch re extensions being agreed upon for briefing schedule in 703 and 706; memorandum to file re same; long distance telephone conference with Ms. Teresa Mack at 6th Circuit re agreed extensions; memorandum to file; letter to Mr. Busch confirming agreement; email to Mr. Frackman and Mr. Bauman re same.	PMK	1.50
04/14/2003	Long distance telephone conference with Teresa Mack at Sixth Circuit re extensions being in 0703 and 0706; receipt and review of letters from Mr. Rack re same; draft email to clients and co-counsel re Sixth Circuit letters and diary and docket of deadlines; review and editing of letter to Mr. Busch re same.	PMK	1.50
04/22/2003	Draft emails to co-counsel and Mr. Bauman re letter from Sixth Circuit extending deadline for appellant to file brief in 0706/5005 to April 28 and re scheduling the filing of the appellee's brief in 0703/5004 on the same date; receipt of emails from Mr. Bauman and Mr. Goldman; draft email requesting extension from Mr. Busch in 703/5004 to comport with prior agreement	PMK	1.00

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Date	Work Performed	Empl	Hours
04/23/2003	Telephone conference with Robert Rack's office re extension for filing brief of Appellee in 0703; receipt and review of email from Mr. Goldman; memorandum to file	PMK	0.75
04/24/2003	Two telephone conferences with Ms. Teresa Mack at the Sixth Circuit; telephone conference with Richard Busch re docket issue on case 0703 related by Ms. Teresa Mack; telephone conference with Ms. Mack's office.	PMK	1.00
04/28/2003	Review of motion rules before Sixth Circuit; draft email to Mr. Busch re same panel or argument date in 0703 and 0706; telephone conference with Ms. Everhart re review of email from Mr. Frackman; letter to Mr. Bauman re	PMK	1.25
04/30/2003	Conference with Mr. Mayer re 0703 and 0706 appeals; memorandum to file.	PMK	0.33
05/02/2003	Conference with Mr. Busch's office re issue of service of brief in 0706; conference with Mr. Sullivan; review of opinion in 0703 re telephone conference with Mr. Mayer	PMK	1.25
05/05/2003	Telephone conference with Mr. Mayer; email to Mr. Busch re agreement to motion to have 703 and 706 heard by the same panel.	PMK	0.40
05/07/2003	Receipt and review of order and memorandum re fees being awarded in 0706; emails to client and co-counsel re ; telephone conferences with Mr. Goldman and Mr. Mayer; conference with Mr. Sullivan; memorandum to file; review of opinion of 9th Circuit re dismissals due to personal jurisdiction issue.	PMK	2.00
05/08/2003	Telephone conference with Mr. Sullivan	PMK	0.20
05/09/2003	Telephone conference with Mr. Mayer; email to Mr. Busch re 703 and 706.	PMK	0.40
05/12/2003	Telephone call to Mr. Busch.	PMK	0.10
05/13/2003	Telephone conference with Mr. Mayer; telephone call to Mr. Busch.	PMK	0.20
05/14/2003	Receipt and review of email from Mr. Busch and Mr. Frackman; receipt and review of responsive email from Mr. Frackman to Mr. Busch	PMK	0.20
05/15/2003	Telephone conference with Richard Busch re agreement re extensions; memorandum to file; telephone call to Mr. Mayer and Mr. Goldman.	PMK	0.60



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Date	Work Performed	Empl	Hours
05/16/2003	Telephone conference with Ms. Teresa Mack at 6th Circuit; telephone conference with Ms. Mary Patterson at 6th Circuit; telephone conference with Mr. Goldman and Mr. Mayer's office; memorandum to file.	PMK	1.00
05/23/2003	Telephone conference with Mr. Goldman re: review of order; filing deadline; email to Mr. Goldman; memorandum to file	PMK	1.00
05/27/2003	Conference call with Ms. Everhart; receipt of fax correspondence from Ms. Everhart to Mr. Goldman re	PMK	0.60
05/28/2003	Telephone conferences with Mr. Goldman; emails to and from Mr. Goldman; draft notice of appeal of order denying Defendants' motion for attorneys' fees and nonfaxable costs; telephone conference with Mr. Sullivan; memorandum to file; partial review of order from which appeal is being taken.	PMK	2.00
05/29/2003	Draft and editing notice of appeal; telephone conference with clerk; telephone conference with Mr. Goldman; email to and from Mr. Goldman.	PMK	2.00
05/30/2003	Telephone conference with Mr. Kirkpatrick and clerk of court to confirm docketing of notice of appeal	RHF	0.25
06/02/2003	Telephone conference with Mr. Goldman; telephone conference with district court clerk re designation of record on appeal.	PMK	1.00
06/03/2003	Telephone conference with Mr. Goldman's office; telephone conference with district court clerk; telephone conference with Ms. Mary Patterson of the Sixth Circuit clerk's office re designation of the record.	PMK	1.00
06/04/2003	Two telephone conferences with clerk's office re June 11 costs hearing being postponed; emails to and from defense counsel re same in 0703 and 0706; memorandum to file.	PMK	1.00
06/06/2003	Telephone conference with Mr. Mayer and Mr. Goldman; review of designation of record issue; memorandum to file	PMK	1.00
06/08/2003	Review of draft appellee brief in 0703; office conference with Mr. Goldman and Mr. Mayer re	PMK	1.25

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Date	Work Performed	Empl	Hours
06/09/2003	Telephone conference with Mr. Mayer re conference with Mr. Mayer and Ms. Gremillion re telephone conference with district court clerk's office; draft designation of record on appeal	PMK	1.75
06/09/2003	Telephone conference with Marc Mayer regarding follow-up discussion with Phil Kirkpatrick; locate and transmit via e-mail to Marc Mayer.	JAL	0.60
06/10/2003	E-mails to Mr. Goldman and Mr. Mayer regarding telephone conference with Mr. Goldman's associate; telephone conference with clerk of court; revision to designation of record on appeal.	PMK	1.75
06/16/2003	Receipt and review of email from Ms. MacDonald re same; email to Mr. Goldman re same.	PMK	0.20
06/18/2003	Telephone conference with Mr. Mayer; memorandum to file.	PMK	0.20
06/19/2003	Telephone call from Mr. Mayer re	PMK	0.20
06/20/2003	Telephone conference with Mr. Mayer; receipt and sending emails to Ms. Everhart	PMK	0.30
07/02/2003	Receipt and review of report and recommendation	PMK	0.20
07/16/2003	Receipt and review of Plaintiffs' motion to put scheduling in abeyance on appeals.	PMK	0.20
08/18/2003	Receipt and review of order from court dismissing attorneys for Tempo, Inc. in 1080	PMK	0.20
08/22/2003	Receipt and review of certificate of compliance in case 1080 from attorneys for Defendant Tempo	PMK	0.20
08/25/2003	Email to Mr. Mayer and Ms. Cho re same; receipt and review of email from Mr. Mayer re same; conference re same; memorandum to file; review of analysis re same	PMK	0.80
08/26/2003	Review of in 0703 per Mr. Mayer's request; telephone conference with Mr. Mayer; memorandum to file	PMK	0.50
08/29/2003	Appearance before clerk re cost hearing.	PMK	0.50
09/02/2003	Receipt and review of certificate of compliance in case 1080	PMK	0.20

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Date	Work Performed	Empl	Hours
09/03/2003	Receipt and review of orders of dismissal in cases 0879 and 0916.	PMK	0.20
09/08/2003	Receipt and review of brief of appellants and reply brief of appellants in 03-5004	PMK	0.20
09/09/2003	Emails to and from Ms. Everhart; draft email to Mr. Mayer re: [redacted] of attorneys fees award by Bridgeport; receipt of email from Mr. Mayer.	PMK	1.00
09/12/2003	Receipt and review of emails from Ms. Cho re [redacted] review of pacer docket.	PMK	0.50
09/30/2003	Receipt and review of draft appellate brief	PMK	1.00
10/02/2003	Receipt and review of agreed order to extend time in 1162.	PMK	0.20
10/02/2003	Receipt and review of agreed order of dismissal in case 1125.	PMK	0.20
10/02/2003	Receipt and review of email request from Mr. Mayer re: [redacted]; telephone conference with Mr. Mayer; review of 706 opinion in order to assist; conference call with Susan McDonald and Amy Everhart re same; memorandum to file	PMK	2.00
10/08/2003	Receipt and review of Defendant's Proof Brief in 0706.	PMK	0.20
10/16/2003	Receipt and review of email from Ms. Everhart re appeal; email to Mr. Gotman, Mr. Mayer and Mr. Frackman re: [redacted]	PMK	0.40
10/20/2003	Receipt and review of order from court in case 0881 setting trial date of April 6, 2004.	PMK	0.20
10/20/2003	Receipt and review of agreed order of dismissal in case 1154	PMK	0.20
10/21/2003	Receipt and review of correspondence from Mr. Mayer to Richard Busch demanding payment of judgment.	PMK	0.20
10/22/2003	Receipt and review of emails from Mr. Mayer et al re emails to Mr. Sullivan and Ms. Everhart	PMK	0.75
10/23/2003	Review of appellate draft brief; receipt and review of emails; email to and from Mr. Mayer re case	PMK	2.00
10/24/2003	Receipt and review of correspondence from Mr. Busch regarding forthcoming payment.	PMK	0.20

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Date	Work Performed	Empl	Hours
11/03/2003	Conference with Mr. Sullivan; receipt and review of email from Mr. Mayer; review of affidavit of Mr. Boladian	PMK	0.50
11/05/2003	Receipt and review of Agreed Order to Extend Time in 1022.	PMK	0.20
11/05/2003	Receipt and review of Motion for Stay of Execution of Order Granting Attorney's Fees and Expenses Pending Appeal.	PMK	0.20
11/13/2003	Receipt and review of emails from Ms. Everhart, Mr. Mayer and Ms. Cho; drafting email to Mr. Mayer, Mr. Goldman and Ms. Cho re bond versus letter of credit on appeal issues	PMK	0.50
11/17/2003	Review 6th Circuit rule regarding supplementation of authority.	JAL	0.20
11/18/2003	Receipt and review of emails from Mr. Mayer and Mr. Frackman; emails to them re Beastie Boy opinion and argument in Rule 18(i) letter being allowed by amendment to rule; review of rule advisory committee notes.	PMK	2.00
11/19/2003	Receipt and review of emails to and from Mr. Mayer and Ms. Cho re response to Mr. Busch's motion for stay; receipt and review of draft response and comments re same; receipt and review to final draft, editing certificate of service and execution.	PMK	2.00
11/20/2003	Brief research per Mr. Kirkpatrick	MBL	0.20
11/21/2003	Receipt and review of motion of Plaintiffs' reply in support of motion for stay of execution.	PMK	0.20
11/21/2003	Receipt and review of correspondence from Mr. Mayer to Ms. Patterson, case manager of the Sixth Circuit Court of Appeals, regarding the recent Ninth Circuit decision in Newton v. Diamond.	PMK	0.20
Total Hours		75.64	
Total Fees			\$20,751.00

**TIMEKEEPER SUMMARY:**

Timekeeper			Time	Rate	Amount
JAL	Jennifer L. Gremillion	Associate	0.80	\$225.00	\$180.00
MBL	Mary B. Langford	Associate	0.20	\$225.00	\$45.00
PMK	Philip M. Kirkpatrick	Partner	73.89	\$275.00	\$20,319.75
RHF	R. Horton Frank	Partner	0.75	\$275.00	\$206.25

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~~LIST OF EXPENSES~~

10/21/2002	Professional Reprographics - heavy litigation copies, index tabs, collating	\$859.28
12/06/2002	Professional Reprographics - light litigation copies	\$425.66
02/28/2003	Federal Express - overnight delivery to Russell Frackman	\$32.35
02/28/2003	Federal Express - overnight delivery to Russell Frackman	\$32.35
02/28/2003	Federal Express - overnight delivery to Russell Frackman	\$32.35
03/03/2003	Long Distance Telephone Calls	\$5.74
03/04/2003	Photocopies	\$0.10
03/05/2003	Photocopies	\$0.10
03/05/2003	Long Distance Telephone Calls	\$6.11
03/10/2003	Photocopies	\$2.80
03/10/2003	Photocopies	\$2.10
03/11/2003	Photocopies	\$1.20
03/12/2003	Photocopies	\$3.50
03/12/2003	Photocopies	\$0.80
03/12/2003	Photocopies	\$10.50
03/12/2003	Long Distance Telephone Calls	\$8.33
03/18/2003	Professional Reprographics - litigation copies	\$208.95
03/18/2003	Professional Reprographics - litigation copies	\$187.60
03/18/2003	John W. Tummell, CCR - transcript of hearing	\$85.00
03/21/2003	Photocopies	\$2.30
03/27/2003	Photocopies	\$0.20
03/27/2003	Photocopies	\$6.00
03/27/2003	Long Distance Telephone Calls	\$3.89
03/27/2003	Federal Express - overnight delivery to Marc Mayer	\$26.80
04/07/2003	Photocopies	\$0.20
04/08/2003	Pacer Service Center - legal research of United States Party/Case Index	\$1.47
04/08/2003	Pacer Service Center - legal research of Tennessee Middle District Court	\$17.36
04/23/2003	Long Distance Telephone Calls	\$4.63
04/24/2003	Long Distance Telephone Calls	\$5.37